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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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| In re | : | Chapter 11 |
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| DELPHI CORPORATION, <u>et al.</u> , | : | Case No. 05-44481 (RDD) |
| | : | |
| Debtors. | : | (Jointly Administered) |
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DEBTORS-APPELLEES' RULE 8006 DESIGNATION
OF ADDITIONAL RECORD ITEMS ON APPEAL

Pursuant to Rule 8006 of the Federal Rules of Bankruptcy Procedure (the "Rules"), appellees Delphi Corporation and certain of its subsidiaries and affiliates, debtors, and debtors-in-possession in the above-captioned cases (collectively, "Delphi," the "Debtors," or "Debtors-Appellees"), hereby submit their designation of additional items to be included in the record on appeal (the "Debtors' Designation of Record") in connection with the Notice of Appeal and appellate record designations filed in the above-captioned case by the Delphi Salaried Retirees Association and other non-union salaried retirees of Delphi Corporation and its affiliated debtor entities ("Appellant") on March 5 and March 13, 2009 (Docket Nos. 16420 and 16458).¹

I. Designation Of Record

The following additional items are to be included in the record on appeal:

| Designation No. | Date | Docket No. | Description |
|------------------------|-------------|-------------------|--|
| D-1 | 02/20/09 | n/a | Declaration Of Robert S. "Steve" Miller In Support Of Debtors' Salaried OPEB Termination Motion (with Exhibits) |
| D-2 | 02/20/09 | n/a | Declaration Of Steven Gebbia In Support Of Debtors' Salaried OPEB Termination Motion (with Exhibits) |
| D-3 | 02/20/09 | n/a | Declaration of John M. McGrath Supporting Renewed Motion Of Retirees For Motion For Order Under 11 U.S.C. § 1114(d), For Appointment Of An Official Committee Of Retired Employees Receiving Retiree Benefits Not Covered By A Collective Bargaining Agreement |

¹ Submission by the Debtors of their Designation of Record is not intended to be, and should not be construed as, an admission, concession, or agreement that this Court has jurisdiction to entertain either Appellant's appeal, or that either Appellant has complied with the rules and requirements pertaining to appeals taken from orders of the Bankruptcy Court. In this regard, the Debtors reserve all of their rights to challenge these appeals, including the appealability of the Bankruptcy Court's subject orders, both on substantive and procedural grounds.

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| D-4 | 10/01/08 | n/a | Complete Text Delphi Salaried Retirement Savings Program Formerly Delphi Savings-Stock Purchase Program For Salaried Employees In The United States (DPH-OTM-0001139 to DPH-OTM-0001183) |
| D-5 | 1998 | n/a | Delphi Automotive Systems Benefits Information (DPH-OTM-0000001 to DPH-OTM-0000011) |
| D-6 | 12/07/98 | n/a | Delphi Memo To Personnel Directors - Delphi Automotive Systems US Re Administrative Guidelines - Delphi Automotive Systems Window Retirement Program and Career Transition Program (DPH-OTM-0000012 to DPH-OTM-0000055) |
| D-7 | 1999 | n/a | Delphi's Personal Benefits Summary From 1999 Until 2003 (DPH-OTM-0000056 to DPH-OTM-0000099) |
| D-8 | 10/04/99 | n/a | Health Care 2000 - Health Care Decision Guide For Delphi Salaried Retirees And Surviving Spouses (DPH-OTM-0000100 to DPH-OTM-0000139) |
| D-9 | 2000 | n/a | Options! Your Benefits 2000, dated 2000 (DPH-OTM-0000140 to DPH-OTM-0000182) |
| D-10 | 10/13/00 | n/a | Delphi Memo To US Personnel Directors - Delphi Automotive Systems Re Administrative Guidelines - 2001 Delphi Automotive Systems Salaried Retirement Incentive Program And Career Transition Program For US Salaried Employees (DPH-OTM-0000183 to DPH-OTM-0000226) |
| D-11 | 12/31/00 | n/a | Summary Plan Description For Salaried Employees Hired On Or Before December 31, 2000 And/Or With A Service Date On Or Before December 31, 2000 (DPH-OTM-0000227 to DPH-OTM-0000376) |
| D-12 | 01/01/01 | n/a | Summary Plan Description For Salaried Employees Hired On Or After January 1, 2001 And/Or With A Service Date On Or After January 1, 2001 (DPH-OTM-0000377 to DPH-OTM-0000488) |
| D-13 | 02/01/01 | n/a | Delphi Memo To US Personnel Directors - Delco Electronics Re Administrative Guidelines - 2001 Delphi Automotive Systems Salaried Retirement Incentive Program And Career Transition Program For US Delco Salaried Employees (DPH-OTM-0000489 to DPH-OTM-0000527) |
| D-14 | 03/21/01 | n/a | Delphi Memo To US Personnel Directors Re Administrative Guidelines - June 1, 2001 Delphi Automotive Systems Salaried Retirement Incentive Program And Career Transition Program For US Delphi Salaried Employees (DPH-OTM-0000528 to DPH-OTM-0000566) |

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| D-15 | 11/29/01 | n/a | Delphi Memo To US Personnel Directors, HR Directors Re Administrative Guideline 2002 Delphi Automotive Systems US Salaried Employees Retirement Incentive Program And Career Transition Program (DPH-OTM-0000567 to DPH-OTM-0000599) |
| D-16 | 03/01/04 | n/a | 2004 Delphi US Targeted Salaried Retirement Incentive Program Administrative Guidelines Package (DPH-OTM-0000734 to DPH-OTM-0000750) |
| D-17 | 05/01/04 | n/a | 2004 Delphi US Information Technology Targeted Salaried Retirement Incentive Program Administrative Guidelines Package (DPH-OTM-0000751 to DPH-OTM-0000766) |
| D-18 | 06/2004 | n/a | Delphi Health Care Modifications (DPH-OTM-0000767 to DPH-OTM-0000788) |
| D-19 | 01/01/06 | n/a | The Delphi Corporation Salaried Health Care Program (DPH-OTM-0000948 to DPH-OTM-0001030) |
| D-20 | 09/2006 | n/a | 2007 Options! Benefits, Special Newsletter For Delphi Salaried Employees (DPH-OTM-0001031 to DPH-OTM-0001038) |
| D-21 | 09/2006 | n/a | 2007 Options! Benefits, Special Newsletter For Delphi Salaried Employees (DPH-OTM-0001039 to DPH-OTM-0001046) |
| D-22 | 10/2006 | n/a | Retiree Health Care Update (DPH-OTM-0001047 to DPH-OTM-0001096) |
| D-23 | 10/2006 | n/a | Frequently Asked Questions (FAQs) Salaried Retiree Health Care Update Meetings (DPH-OTM-0001097 to DPH-OTM-0001106) |
| D-24 | 01/01/09 | n/a | A Brief Look At Salaried Benefits For Regular Active Employees (Hired Prior January 1, 2001 and/or With A Service Date Prior To January 1, 2001), January 1, 2009, (DPH-OTM-0001471 to DPH-OTM-0001483) |
| D-25 | 02/05/09 | n/a | Letter to Delphi Health And Life Program Participants (DPH-OTM-0001689 to DPH-OTM-0001695) |
| D-26 | 10/20/08 | n/a | Joint Meeting of the Delphi Statutory Committees Presentation, Draft For Delphi Board Of Directors' Meeting (DPH-OTM-0001184 to DPH-OTM-0001282) (Highly Confidential) |
| D-27 | 11/06/08 | n/a | Restructuring Update For Delphi Board Of Directors' Meeting (DPH-OTM-0001283 to DPH-OTM-0001350) (Highly Confidential) |
| D-28 | 12/29/08 | n/a | Email from J. Sheehan to Delphi Board of Directors, Re: Communication to BOD – Liquidity (DPH-OTM-0001469 to DPH-OTM-0001470) (Highly Confidential) |

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| D-29 | 11/17/08 | n/a | Joint Meeting of the Delphi Statutory Committees Presentation, Draft For Delphi Board Of Directors' Meeting (DPH-OTM-0001351 to DPH-OTM-0001468) (Highly Confidential) |
| D-30 | 01/13/09 | n/a | Joint Meeting of the Delphi Statutory Committees Presentation, Draft For Delphi Board Of Directors' Meeting (DPH-OTM-0001514 to DPH-OTM-0001634) (Highly Confidential) |
| D-31 | 01/13/09 | n/a | Appendix - Joint Meeting of the Delphi Statutory Committees; Draft for BOD Meeting (DPH-OTM-0001497 to DPH-OTM-0001513) (Highly Confidential) |
| D-32 | 01/28/09 | n/a | Restructuring Update For Delphi Board Of Directors' Meeting (DPH-OTM-0001635 to DPH-OTM-0001680) (Highly Confidential) |
| D-33 | 02/03/09 | n/a | 2009 Recommended Actions Impacting U.S. Salaried Employees And Retirees (DPH-OTM-0001681 to DPH-OTM-0001688) (Highly Confidential) |
| D-34 | 02/10/09 | n/a | Joint Meeting of the Delphi Statutory Committees Presentation, Draft For Delphi Board Of Directors' Meeting (DPH-OTM-0001696 to DPH-OTM-0001814) (Highly Confidential) |
| D-35 | 02/2009 | n/a | Total Compensation Journal, Compensation And Benefit Updates For 2009 (DPH-OTM-0001852 to DPH-OTM-0001865) |
| D-36 | 02/04/09 | n/a | Debtors' Form of Salaried OPEB Termination Order, as submitted on February 4, 2009 |
| D-37 | 10/08/05 | 15 | Delphi's Motion for Order (I) Appointing Unions As Authorized Representatives For Union-Represented Retirees Under 11 U.S.C. §§ 1114(c) And 1114(d) or, In The Alternative, (II) Establishing Procedures For Solicitation, Nomination, And Appointment Of Committee Of Retired Employees |
| D-38 | 1980 | n/a | 1980 GM Benefits Book (AR0040 to AR0092) |
| D-39 | 03/17/99 | n/a | Delphi's 1998 Annual Report (Form 10-K) |
| D-40 | 1999 | n/a | Master Separation Agreement Between General Motors Corporation and Delphi Corporation |
| D-41 | 02/25/09 | 16380 | Order Under U.S.C. §§ 105, 363(b), and 1108, and 1114(d) (I) Provisionally Confirming Debtors' Authority To Terminate Employer-Paid Post-Retirement Health Care Benefits And Employer-Paid Post-Retirement Life Insurance Benefits For Certain (A) Salaried Employees And (B) Retirees And Their Surviving Spouses, (II) Directing Appointment Of Committee Of Retired Employees With Limited Scope, And (III) Setting March 11, 2009 Final Hearing |

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| D-42 | 03/06/09 | 16430 | Supplement And Report In Support Of Motions To Appoint An Official Retiree Committee Pursuant To Section 1114 Of The Bankruptcy Code And In Opposition To Debtors' Motion To Terminate Salaried Retiree Benefits (with Exhibits) ("Retiree Committee Report") |
| D-43 | 03/10/09 | 16446 | Debtors' Response To Retiree Committee Report |
| D-44 | 12/22/98 | n/a | U.S. Employee Matters Agreement (DPH-ATT 0000222 – DPH-ATT 0000261) |
| D-45 | 02/26/09 | n/a | Letter from Delphi Corporation to Delphi Health and Life Program Participants, dated February 26, 2009 |
| D-46 | 03/10/09 | n/a | www.delphidocket.com/delphi |
| D-47 | 02/27/09 | n/a | Official Request Of Retired Employees' First Request For Relevant Documents And Information |
| D-48 | 03/03/09 | n/a | Letter from Debtors' counsel to the Official Retiree Committee's counsel |
| D-49 | 03/11/09 | n/a | Debtors' Form of Salaried OPEB Termination Order, as submitted on March 11, 2009 |
| D-50 | 01/01/09 | n/a | Delphi Corporation Salaried Health Care Program, Article III § 10 (i) (See D-2 Exh. 3) |
| D-51 | 01/01/09 | n/a | Delphi Corporation Salaried Health Care Program, Article III § 5(b)(1) (See D-2 Exh. 3) |
| D-52 | n/a | n/a | 29 U.S.C. § 1162; 29 U.S.C. § 1163, 26 C.F.R. § 54.4980B-4 Qualifying Events |
| D-53 | 02/17/09 | n/a | 26 U.S.C. § 35, as amended by PL 111-5, February 17, 2009, 123 Stat. 115 |
| D-54 | 08/06/04 | n/a | IRS Private Letter Ruling 200432012 |

Current Unopposed Application To Seal Record

The documents designated by the Debtors herein as D-26 through D-34 in connection with this appeal contain specific and highly sensitive strategic financial and business information. If publicly disclosed, the release of this information would detrimentally affect the ability of the Debtors to negotiate terms with lenders, customers and suppliers. Given the extremely competitive nature of the automotive industry and the economic stress the automotive sector is currently undergoing, the disclosure of the information contained in those record items designated as Highly Confidential would place the Debtors at a disadvantage vis-a-vis their business competitors.

Accordingly, and for the reasons stated therein and in this designation, the Debtors are filing concurrently with this Debtors' Designation of Record the Debtors' Unopposed Application Under 11 U.S.C. § 107(b) And Fed. R. Bankr. P. 9018 For Order Authorizing Parties To File Under Seal Materials Designated For Inclusion In Record On Appeal From Bankruptcy Court's Order Under 11 U.S.C. §§ 105, 363(b), 1108 and 1114(d) (I) Provisionally Confirming Debtors' Authority To Terminate Employer-Paid Post-Retirement Health Care Benefits And Employer-Paid Post-Retirement Life Insurance Benefits For Certain (A) Salaried Employees And (B) Retirees And Their Surviving Spouses, (II) Directing Appointment Of Committee Of Retired Employees With Limited Scope, And (III) Setting March 11, 2009 Final Hearing and Final Order Under 11 U.S.C. §§ 105, 363(b), 1108 and 1114(d) (I) Confirming Debtors' Authority To Terminate Employer-Paid Post-Retirement Health Care Benefits And Employer-Paid Post-Retirement Life Insurance Benefits For Certain (A) Salaried Employees And (B) Retirees And Their Surviving Spouses, And (II) Amending Scope And Establishing Deadline For Completion Of Retirees' Committee's Responsibilities.

Dated: New York, New York
March 16, 2009

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